

EXHIBIT 8

[Table of Contents](#)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to
Commission File No. 001-7784



Louisiana (State or other jurisdiction of incorporation or organization)	72-0651161 (I.R.S. Employer Identification No.)
100 CenturyLink Drive, Monroe, Louisiana (Address of principal executive offices)	71203 (Zip Code)
(318) 388-9000 (Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer
 Smaller reporting company
 (Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

On October 31, 2013, there were 591,070,797 shares of common stock outstanding.

[Table of Contents](#)**TABLE OF CONTENTS**

<u>Part I.</u>	<u>Financial Information:</u>	
<u>Item 1.</u>	<u>Financial Statements</u>	
	<u>Consolidated Statements of Operations (Unaudited)</u>	<u>3</u>
	<u>Consolidated Statements of Comprehensive (Loss) Income (Unaudited)</u>	<u>4</u>
	<u>Consolidated Balance Sheets (Unaudited)</u>	<u>5</u>
	<u>Consolidated Statements of Cash Flows (Unaudited)</u>	<u>6</u>
	<u>Consolidated Statements of Stockholders' Equity (Unaudited)</u>	<u>7</u>
	<u>Notes to Consolidated Financial Statements (Unaudited)*</u>	<u>8-21</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>22-41</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>42</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>42</u>
<u>Part II.</u>	<u>Other Information:</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>43</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>43-56</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>57</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>58</u>
<u>Signature</u>		<u>70</u>

* All references to "Notes" in this quarterly report refer to these Notes to Consolidated Financial Statements.

[Table of Contents](#)**PART I-FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS**

CENTURYLINK, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(Dollars in millions except per share amounts and shares in thousands)			
OPERATING REVENUES	\$ 4,515	4,571	13,553	13,793
OPERATING EXPENSES				
Cost of services and products (exclusive of depreciation and amortization)	1,918	1,943	5,587	5,732
Selling, general and administrative	1,047	748	2,679	2,454
Depreciation and amortization	1,135	1,144	3,375	3,560
Impairment of goodwill (Note 2)	1,100	-	1,100	-
Total operating expenses	5,200	3,835	12,741	11,746
OPERATING (LOSS) INCOME	(685)	736	812	2,047
OTHER INCOME (EXPENSE)				
Interest expense	(329)	(326)	(970)	(1,004)
Net loss on early retirement of debt	-	-	-	(194)
Other income	9	12	52	27
Total other income (expense)	(320)	(314)	(918)	(1,171)
(LOSS) INCOME BEFORE INCOME TAX EXPENSE	(1,005)	422	(106)	876
Income tax expense	40	152	372	332
NET (LOSS) INCOME	\$ (1,045)	270	(478)	544
BASIC AND DILUTED (LOSS) EARNINGS PER COMMON SHARE				
BASIC	\$ (1.76)	.43	(0.79)	.88
DILUTED	\$ (1.76)	.43	(0.79)	.87
DIVIDENDS DECLARED PER COMMON SHARE	\$.54	.725	1.62	2.175
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING				
BASIC	594,587	621,148	606,104	619,748
DILUTED	594,587	623,296	606,104	621,828

See accompanying notes to consolidated financial statements.

[Table of Contents](#)

and have not allocated assets or debt to specific segments. Other income (expense) does not relate to our segment operations and is therefore excluded from our segment results.

Consumer

The operations of our consumer segment have been impacted by several significant trends, including those described below:

- *Strategic services.* We continue to focus on increasing subscribers of our broadband services in our consumer segment. In order to remain competitive, we believe it is important to continually increase our broadband network's scope and connection speeds. As a result, we continue to invest in our broadband network, which allows for the delivery of higher speed broadband services to a greater number of customers. In addition, we continue to refine our broadband marketing efforts as we compete in a maturing market in which most consumers already have broadband services. We also continue to expand our strategic product offerings, including facilities-based video services. The expansion of our facilities-based video service infrastructure requires us to incur start-up expenses in advance of the revenue that this service is expected to generate. Although, over time, we expect that our revenue for facilities-based video services will offset the expenses incurred, the timing of this revenue growth is uncertain. We believe these efforts will improve our ability to compete and increase our strategic revenues;
- *Legacy services.* Our voice revenues have been, and we expect they will continue to be, adversely affected by access line losses. Intense competition and product substitution continue to drive our access line losses. For example, many consumers are substituting cable and wireless voice and electronic mail, texting and social networking services for traditional voice telecommunications services. We expect that these factors will continue to negatively impact our business. As a result of the expected loss of revenues associated with access lines, we continue to offer our customers service bundling and other product promotions to help mitigate this trend, as described below;
- *Service bundling and product promotions.* We offer our customers the ability to bundle multiple products and services. These customers can bundle local services with other services such as broadband, video, long-distance and wireless. While we believe our bundled service offerings can help retain customers, they also tend to lower our profit margins in the consumer segment; and
- *Operating efficiencies.* We continue to evaluate our operating structure and focus. This involves balancing our segment workforce in response to our workload requirements, productivity improvements and changes in industry, competitive, technological and regulatory conditions.

The following tables summarize the results of operations from our consumer segment:

Consumer Segment					
	Three Months Ended September 30,		Increase / (Decrease)	% Change	
	2013	2012			
(Dollars in millions)					
Segment revenues:					
Strategic services	\$ 644	603	41		7%
Legacy services	858	933	(75)		(8)%
Data integration	1	-	1		-%
Total revenues	1,503	1,536	(33)		(2)%
Segment expenses:					
Direct	456	458	(2)		-%
Allocated	124	127	(3)		(2)%
Total expenses	580	585	(5)		(1)%
Segment income	\$ 923	951	(28)		(3)%
Segment margin percentage	61.4%		61.9%		

[Table of Contents](#)

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on November 7, 2013.

CENTURYLINK, INC.

/s/ DAVID D. COLE

By: **David D. Cole Executive Vice President, Controller and Operations Support**
(Chief Accounting Officer)

Exhibit 31.1**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Glen F. Post, III, Chief Executive Officer and President, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CenturyLink, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors:
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

/s/ GLEN F. POST, III

**Glen F. Post, III
Chief Executive Officer and President**

Exhibit 31.2**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, R. Stewart Ewing, Jr., Executive Vice President, Chief Financial Officer and Assistant Secretary, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CenturyLink, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors:
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

/s/ R. STEWART EWING, JR.

**R. Stewart Ewing, Jr.
Executive Vice President, Chief Financial Officer and
Assistant Secretary**

Exhibit 32**Chief Executive Officer and Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Each of the undersigned, acting in his capacity as the Chief Executive Officer or Chief Financial Officer of CenturyLink, Inc. ("CenturyLink"), certifies that, to his knowledge, the Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 of CenturyLink fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of CenturyLink as of the dates and for the periods covered by such report.

A signed original of this statement has been provided to CenturyLink and will be retained by CenturyLink and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: November 7, 2013

By: /s/ GLEN F. POST, III
Glen F. Post, III
Chief Executive Officer and President

Dated: November 7, 2013

By: /s/ R. STEWART EWING, JR.
R. Stewart Ewing, Jr.
Executive Vice President, Chief Financial Officer and
Assistant Secretary